

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

DATAPATH LIMITED

(a company registered in England no 01609392)

**WRITTEN RESOLUTION
OF
MEMBERS**



We, being all the holders of all the issued shares having the right to vote at any general meeting of the Company hereby resolve pursuant to section 381A of the Companies Act 1985 (as amended) and all other powers (to the intent that the following written resolution shall be as effectual as if it had been passed as a special resolution at a general meeting duly convened and held) as follows

RESOLUTION

- 1 That the giving by the Company of financial assistance as set out in the statutory declaration form 155(6)a sworn by the directors today (a copy of which and the relevant auditor's report were provided to the members before or at the same time this resolution was signed) for the acquisition by Datapath Holdings Limited ("the Purchaser") of the entire issued share capital of the Company ("the Acquisition") be and is hereby approved. The Financial Assistance comprises
 - 1 1 the Company granting and performing the terms of a debenture ("the Debenture") in National Westminster Bank plc's ("the Bank") standard form over all the assets and undertaking of the Company, both present and future, in favour of the Bank to secure repayment to the Bank of all liabilities of any kind (whether present or future, actual or contingent and whether incurred alone or jointly with another) including without limitation pursuant to the Guarantee to the Bank,
 - 1 2 the Company granting and performing the terms of an unlimited inter-company guarantee ("the Guarantee") in the Bank's standard form to the Bank to secure repayment to the Bank in respect of all liabilities of the Purchaser of any kind (whether present or future, actual or contingent and whether incurred alone or jointly with another) to the Bank. Pursuant to the Guarantee the Company also agreed to indemnify the Bank against all liabilities incurred pursuant to the Guarantee and to allow further companies to be added by the Purchaser executing an Accession Agreement (as defined in the Guarantee),
 - 1 3 the Company entering into and performing the terms of an inter-creditor deed to be made between the Bank (1), the Purchaser (2), the Company (3), Foresight 2 VCT plc (4), Foresight 3 VCT plc (5), Foresight 4 VCT plc (6) and S P De'Ath and T Jones (7) pursuant to which the Bank regulates the priority of their securities ("the Inter-Creditor Deed"),
 - 1 4 the Company, entering into a support agreement ("the Support Agreement") with the Purchaser pursuant to which the Company will provide loans to the Purchaser, and

- 15 the Company entering into a guarantee and debenture to Foresight 2 VCT plc as security trustee for itself, Foresight 3 VCT plc and Foresight 4 VCT plc ("the Investors") in respect of loans made by Investors to the Purchaser ("the Investor Loans") to secure all monies and liabilities from time to time due, owing or incurred by the Company to the Investors ("the VCT Guarantee and Debenture")

Dated *19th September* 2007

S. De'Ath

Stephen Philip De'Ath

TJ

Tony Jones